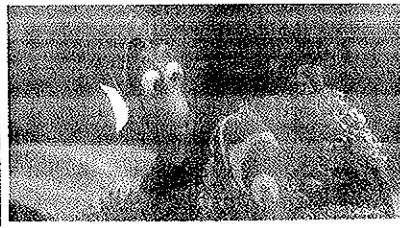
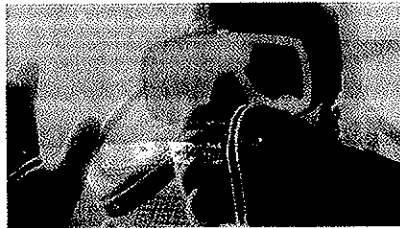


[Cast](#) ★ [Story](#) ★ [Interesting Facts](#) ★ [Directors Interview](#)



Directed by: Andrew Stanton & Lee Unkrich
Written by: Andrew Stanton
Music by: Thomas Newman (*American Beauty*, *Six Feet Under*)

Production started on: November 8th, 2000
Running Time: 101 minutes

1/7/2008

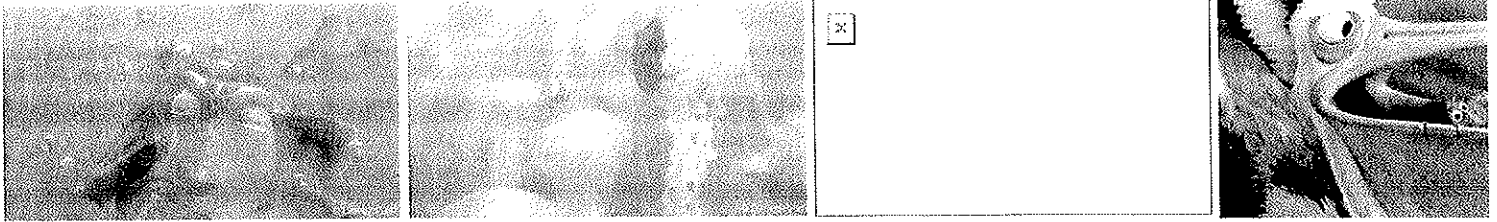
Exhibit D-1

Release Date: May 30, 2003 (moving up from its original June 2003 slot)

Budget: \$94 million estimated (\$75 million officially) plus \$40 million in Marketing costs

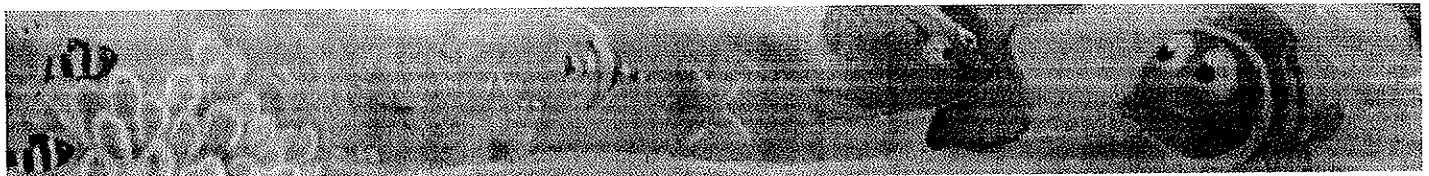
U.S. Opening Weekend: \$70.25 million

Box Office: \$313.12 million in the U.S., \$358.02 million worldwide



CAST

Nemo, the little clownfish... Alexander Gould
Marlin, Nemo's father... Albert Brooks
Dory, the regal blue tang... Ellen DeGeneres
Gill, the moorish idol... Willem Dafoe
Nigel the pelican... Geoffrey Rush
Crush... Andrew Stanton
Squirt... Nicholas Bird
Bruce, the vegetarian great white shark... Barry Humphries (Dame Edna)
Anchor... Eric Bana
Deb and Flo... Vicki Lewis
Jacques... Joe Ranft
Bubbles... Stephen Root
Pearl the Octopus... Erica Beck
Peach the Starfish... Allison Janney
Bloat the Pufferfish... Brad Garrett
Gurgle... Austin Pendleton
Sheldon the Seahorse... Erik Per Sullivan
Coral, Nemo's mother... Elizabeth Perkins
Group of silver fish... John Ratzenberger



STORY

Short Version

Exhibit D-2



In the colorful and warm tropical waters of the Great Barrier Reef, a Clownfish named Marlin lives safe and secluded in a quiet cul-de-sac with his only son, Nemo. Fearful of the ocean and its unpredictable risks, he struggles to protect his son. Nemo, like all young fish, is eager

to explore the mysterious reef. When Nemo is unexpectedly taken far from home and thrust into a dentist's office fish tank, Marlin finds himself the unlikely hero on an epic journey to rescue his son.

In his quest, Marlin is joined by a good Samaritan named Dory, a Regal Blue Tang fish with the worst short-term memory and biggest heart in the entire ocean. As the two fish continue on their journey, encountering numerous dangers, Dory's optimism continually forces Marlin to find the courage to take risks and overcome his fears. In doing so, Marlin gains the ability to trust and believe, like Dory, that things will work out in the end.

Confronting seabirds, sewer systems, and even man himself, father and son's fateful separation ends in triumph. And the once-fearful Marlin becomes a true hero in the eyes of his son, and the entire ocean.

Longer, Spoiler-Filled Version from AICN (10/16/02)

"Situated in what already appears to be a richly detailed underwater kingdom, *Finding Nemo* tells the story of Marlin, a neurotic clown fish (voiced by Albert Brooks) who loses his mate and most of their spawn after a fairly intense shark attack in the opening moments of the film. Miraculously, one egg survives; he names it Nemo, honoring its mother's last wish, and vows to protect the little one with his life for the rest of his days. Cut to several fish years later, and Marlin has become a loving, but overly smothering father; he's deathly afraid to let Nemo leave the anomic they call home, though it's clearly time for the youngster to start 'school.' Marlin relents, but he finds himself unable to let the child out of his sight for more than a minute without rushing to his side. When he finds his curious, independent offspring venturing out into unsafe waters on a dare from his friends, Marlin furiously chides the youngster, who in turn utters that three word phrase that pierces a parent's heart like none other... 'I hate you.' Defiantly, Nemo heads off to make good on his friends' dare, only to inadvertently get himself captured by tropical fish wrangling scuba divers. Horrified, Marlin attempts to rescue Nemo, but the divers blow him back in the wake of their motor boat. Though all seems lost, the fearful, almost cowardly Marlin has no intention of shrinking from his promise, so he heads off into the big bad blue to find his son, no matter how improbable his quest may seem. Meanwhile, Nemo finds himself imprisoned in a dentist's fish tank with several other tropical treasures, where he is waiting to be made a gift (more like a sacrifice) to the man's bratty, braces-bound granddaughter. Prime evidence of the trademark Pixar inventiveness can be evinced in the way Stanton and company turn not the aquarium, but the entire office into the fishes' microcosm. Since they've nothing else to watch all day, they've all become experts in dentistry, engaging in jargon-laden observations as the doctor drills away at a patient's tooth. They form a typical, gently lunatic collection of supporting characters who take to Nemo right away, offering him a key role in their extremely far-fetched plan to escape their watery jail."



INTERESTING FACTS

Exhibit D-3

🐠 *Nemo* started as a sketch of a small fish beside an enormous whale, tacked up on director Andrew Stanton's bulletin board.

🐠 The idea for *Nemo* came to director Andrew Stanton in the mid-'90s when his son was five years old. "We were walking to the park, and I was feeling so guilt-ridden about not spending enough time with him," Stanton said. "I

spent the whole walk going, 'Don't touch that; don't go there,' and I remember [thinking], 'You're completely pissing away the entire moment.' That realization kept swimming around in Stanton's head, evolving into a fish-out-of-safe-water tale. When he finally presented his concept and drawings to Pixar creative executive John Lasseter, Andrew Stanton was a little nervous, but he needn't have feared. "After an hour, he asked me what I thought," Lasseter recalls. "I told him, 'You had me at 'fish'.'"

☛ It was during the making of *A Bug's Life*, which Andrew Stanton also co-directed, that he worked up the courage to pitch *Finding Nemo* to John Lasseter. Stanton's life, from his guilt about not spending enough time with his own son to fond childhood memories of his dentist's fish tank, informed his funny and poignant fish tale. "What I was relating to more in my life was the battle of just trying to relax as a father and at times having to watch out for my son. I became obsessed with this premise that fear can deny a good father from being one." Water, of course, was the big scare, according to Stanton. But he didn't care. "I said, 'Come on, it can't be that hard, because it's really just a trick of your eye.' " But he quickly discovered just how far he was diving into the digital deep end. "The thing about water is that it just does not retain its shape every frame. It keeps changing. That's what [makes it] so expensive and so hard to corral. But underwater's slightly different, it's actually more contained of an issue." Pixar also enhanced its highly regarded facial articulation software to animate the fish. Though many of the animators puzzled, "it never really worried me up front, because I remembered how they did it in *Bambi*, where they maintained the integrity of the species no matter what the animal was and managed to convey all kinds of emotions. It was this strange hybrid of human gesticulation and motor skills of that species. With the fish, we were able to achieve the same result by having them flap their fins, use their eyes and mouth, but also through [constant] movement in that sheer volume of space underwater so they don't look like talking heads I told the animators to think in terms of puppetry to articulate very simple emotions." Though he's proud of *Finding Nemo's* *Bambi*-inspired beauty, Stanton can't help thinking about the importance of the father-son story--what he calls finding the parent in all of us--and the revelation he had watching *Toy Story 2* for the first time. "There was this shot where Woody lifts up the grate and there was this dusty ventilation [duct], and it was this metaphor for death. And he has to decide whether he's going to go back with his friends or go into storage in this museum. And he looks down that long, dark tunnel. It's a real short moment that I conceived, but I was struck by how intense that was on screen--we've tapped into this primal life issue with this toy. And I loved it. I said, 'I want to do a movie that indulges in that.' And that's really what kind of got me going with *Nemo*."



☛ "We all think John [Lasseter] is the best thing since sliced bread, and we'll follow his lead anywhere," says Andrew Stanton. But "part of it was ego. Here I am making these movies with these four or five guys. After a while I didn't know what part of it was really me. For my own life journey, I wanted to know, What could I come up with if I only had me to bounce off of?" *Nemo's* fish-out-of-water plot was hatched back in 1992, when Stanton visited Marine World in Vallejo, Calif. His feelings of protectiveness toward his own boy Ben (now 10, and the brother of Audrey, 7) inspired the father-son story; a dentist's office fish tank, remembered from his childhood in Rockport, Mass., provided a second location for the drama. *Nemo's* short fin--a deformity that does not slow him down one bit--became, says Stanton, "a metaphor for anything you worry is insufficient or hasn't formed yet in your child. Parents think their child's handicap is a reflection of the parent. They become obsessive and anxious over that, whether it is the child's ability to read or the way they walk. This movie says there is no perfect kid; there is no perfect father."

Exhibit D-4

☛ AICN's Harry Knowles reiterates that "according to [director Andrew Stanton]'s little preamble to the pictures [in *The Art of Finding Nemo* book], the first notion of this story entered his head as a boy in a dentist's office looking at the aquarium and imagining that each fish wanted to get back to the ocean, to the family from whence they came. On subsequent visits he often wondered what the fish think of humanity based upon their Dentist's Aquarium existence. The lurid black light colored decorations in the tank... that miniature skeleton against the treasure box that opens up with bubbles from time to time... Those creatures on the other side of the glass. He began to think it would be like someone judging the United States having only seen Las Vegas. Then he talked about how he never really had the story blossom for him till a couple years back, sometime in 1999 when he was taking his son out for a visit to a park, and his 5 year old was running ahead of him, and he was backseat driving him... Screaming to watch out for the curb, the street, don't do that it's dangerous... and realizing that by being overly-protective, he was being a bad parent. Then he decided to marry the theme of Fatherhood and the relationship between fathers and sons to a

story of separation and literal... fish out of (big) water story he had as a child."

☛ It was revealed on December 6, 2000 that Apple & Pixar CEO Steve Jobs was keen to get the company's *Nemo* adventure ready for Summer 2003. This was two years after Dreamworks reportedly started developing *Fish Out of Water*. Pixar said it planned to release *Nemo* during Thanksgiving 2002 but opted instead for the prized summer slot. "It is so coveted, we have never achieved it before," Pixar CEO Steve Jobs said.

☛ The artists went straight to the source to prepare for animating an underwater world. In addition to visiting aquariums, going on dives in California and Hawaii, and studying numerous documentaries about fish and underwater life (including Discovery Channel's *Blue Planet: Seas of Life* series), Stanton and company had their own well-stocked 25-gallon fish tank at Pixar. Anytime they needed inspiration, the animators could gaze at the blue tangs, royal grammas, and other assorted species. "It was the first time since *A Bug's Life* where we could just study [living creatures]," says Stanton. "We certainly have looked at *Pinocchio* and *Sword in the Stone*, where the characters turn into fish, just to see how people decided to caricature them. But nothing gets you more inspired than seeing the real thing." Perhaps the most useful resource available to the Pixar team was Adam Summers, a professor in the Ecology and Evolution Department at the University of California at Irvine, who gave a series of 12 lectures to the animators at the Emeryville campus. Among the finer points that Summers taught was the difference between "flappers" and "rowers." Clown fish, for example, use their pectoral fins to row forward. Blue tangs, like Dory in the film, propel through the water by flapping their fins. Stanton's choice of species for father and son was no coincidence. In addition to being cute and colorful, the clown is utterly defenseless when taken away from its coral environment. This serves Marlin's conflict well. Dory, on the other hand, is positive and optimistic, despite her short-term memory loss. "But she's a wonderful contrast to [Marlin's] character, who has all this baggage that prevents him from living life," remarks producer Graham Walters. For director Andrew Stanton, who believes there is no reason why animation can't be as well crafted as live action, *Finding Nemo* represents another milestone for Pixar. "The drive was like, we're not telling an animated movie, we're just telling a great movie and we're letting animation be an advantage to do anything we want to tell that story," he says. "We wanted to make it feel like a filmmaker's sensibility." But it was tough trying to find that balance between the graphic and the fantastical, he adds. "So you end up feeling like you're really there, yet you kind of feel like it's a little special, a little amped-up."

☛ After taking a year off in 2000 then 2002, Pixar is planning to consistently produce one feature film each year starting in 2003.

☛ "We don't want people to be able to peg a Pixar film so easily," says director and writer Andrew Stanton. The film begins with the death of a main character, and repeatedly asks questions about life and death even though it is a comedy. "You get the audience in this wonderful place of 'I know this doesn't exist, but boy, it looks real,'" John Lasseter, Pixar's creative head, said in an interview, pointing to breakthroughs like the water in *Finding Nemo* and the rustling fur on characters in *Monsters, Inc.* The final images often were pieced together from a number of images of characters and background. "If you look at a coral reef, it is a mess," said co-director Lee Unkrich. "We made it look as if God had an extra day to tidy up."



☛ "Going underwater was a huge challenge," producer Graham Walters explained. Just think of all the surfaces and currents, plant life and particles, shifting light beams and eerie murk. "You have to convince the audience that there's something between the camera and the subject matter, not just air." Before designing the film, Andrew Stanton and his fellow animators flew to Hawaii to become certified deep-sea divers and then installed a fish tank in Pixar's offices. To conceptualize and then create the film's complex, fluid environment, animators broke down into primary elements (e.g. fox, light, beam, murk), analyzed them, and had each object gain and lose color as it moved back and forth through the sea. "You put that all together," Stanton says, "and whoomp! You're underwater." In fact, after animators studied the Discovery Channel and IMAX's *Blue Planet*, their initial designs were deemed too photo-realistic. Pixar opted instead for an oversaturated hyperreality, inspired by the '40s Disney classic *Bambi*. "It almost looks like [modern] Technicolor," says production designer Ralph Eggleston.

Exhibit D-5

☛ "Never has a subject matter lent itself to [computer animation] quite like the underwater world of *Finding Nemo*,

" asserted *Toy Story* director and Pixar creative guru John Lasseter, who, as always, preached the mantra "Story, story, story. One of the challenges [was] dealing with the father's desperation. So many of us at Pixar are parents now and have kids in school. The way we make films is that we tap into our own feelings about the subject matter. And here, the question is: If a child of ours was taken, to what length would we go to rescue them? There were times when we realized that humor wasn't appropriate given the circumstances, and yet we couldn't be too gloomy, because who wants to watch a desperate father all the time? So there's real balance."

☛ "*Finding Nemo* has been swimming around in my head ever since *Toy Story*, and I'm thrilled to have gotten the go-ahead from Pixar and Disney to make the movie," said writer and director Andrew Stanton, who also co-scripted *Toy Story*, *A Bug's Life*, *Toy Story 2* and *Monsters*.

☛ The involvement of John Ratzenberger (Hamm the Piggy Bank in *Toy Story* and *Toy Story 2*, P.T. Flea in *A Bug's Life* and Yeti in *Monsters, Inc.*) was announced in November 2001. He voices a crowd of silver fish which helps Dori and Nemo's father find their way.

☛ According to Jim Hill Media, veteran character actor William H. Macy was the first performer that Pixar brought in to play the part of Marlin the father. Insiders say that Macy was turning in a perfectly servicable vocal performance. The only problem was... this was back when *Finding Nemo* was still a fairly dark film. Back when the story's narrative featured numerous flashbacks to the horrifying moment when Marlin's mate and all of Nemo's brothers and sisters (in egg form) were consumed by that barracuda. After viewing the still-in-production *Finding Nemo* with all these flashbacks in place, a decision was made that the movie needed to be radically lightened up. Step One involved having the audience witness that traumatizing attack only once at the very start of the movie. Step Two involved letting William H. Macy go and bringing Albert Brooks, a stand-up comedy veteran, to revoice the part of Marlin. "Admittedly, this probably wasn't entirely fair to Macy," said one animator who was familiar with the situation. "After all, he was the one who got stuck with trying to make the Father character entertaining and sympathetic back when *Finding Nemo* had this real dark streak. But--that said--there's no denying that Albert Brooks brought a lot of energy and humor to the part of Marlin. Stuff that that character just hadn't had when Macy was doing the voice."

☛ The rubber clown fish that Boo keeps in her bedroom, and that could be seen in the 2001 Pixar feature *Monsters, Inc.*, was actually none other than Nemo himself!



☛ The following review was posted at Corona: "On January, 31, 2002 I attended to a Walt Disney Pictures meeting in Milan, Italy, to see what's cooking in 2002 and 2003. I didn't expect anything particular so I kinda slept my way through the teaser trailers and storyboards from *Treasure Planet*, *Lilo & Stitch*, *The Jungle Book II* and so on. The best bits, though, came when I was beginning to beg for the end of it all: the lady who's been entertaining the audience for the last 2 or so hours said she'd got something really special in store - test footage and animated storyboards from *Finding Nemo*. Here's all I can tell from what I've seen: 1) The plot: simple but neat: Nemo, a little clownfish, gets

caught by a scuba diver and ends up in a dentist's aquarium in Sydney while his dad, namely Marlin (!), goes looking for him. Both of them make strange acquaintances: while the little guy finds out he's in a fishy loony bin - something like *One Flew Over the Cuckoo's Nest* - his father makes friends with a nice lady suffering from short-term memory losses. The proverbial, funny mess ensues. 2) Characters: now, this is really nice. As usual, the guys from Pixar have envisioned a bunch of guys which are really fun without looking silly. Nemo's cute as hell (plush toys, anyone?), Marlin's a regular guy and the lady fish (voice: Ellen DeGeneres) is really fun, not to mention the guys from the aquarium (amongst them, a starfish with a penchant for endless, boring remarks, a black-and-white striped 'leader of the pack' covered with scars and a really timid, yellow-and-purple skinny guy). Plus, there's a bunch of sharks looking like they're just outta an 'Alcoholists Anonymous' meeting. The test footage, rendering, etc.: awesome. Simply awesome. This baby is much better than *Monsters, Inc.* The coral reef looks as real as a Discovery Channel documentary, and all the ocean's inhabitants - our heroes, yessir, but also the supporting characters, jellyfish, whales, etc. look wonderful. Hope this helps to give everyone some 'ocean awareness'..." **Exhibit D-6**

☛ AICN confirmed in February 2002 that Australia -in particular the



Great Barrier Reef and Sydney- would be the setting for *Finding Nemo*, and revealed that Geoffrey Rush had been cast as the voice of the father character--though his role would end up being that of Nigel the pelican.

🐟 Dark Horizons confirmed that same month Ellen DeGeneres would star "as a fish with short term memory problems and Barry Humphries (aka. Dame Edna) as a Shark who runs a 12-step program for sharks that are trying to give up eating meat/fish."

🐟 John Lasseter commented that the movie would be like a "cartoon Jacques Cousteau: it's all underwater, with tropical fish as characters. It's on a coral reef and in a big wide ocean, with sharks and whales and turtles and jellyfish who get caught and put into an aquarium. It just looks incredible."

🐟 *Finding Nemo* never was intended to be some kind of animated undersea documentary. It's fun, fanciful and heartwarming, as well as visually credible. "I'm sure everyone in the audience will be able to recognize some of the fish species, but we did take some liberties," technical director Oren Jacob acknowledges. "We had hundreds of background fish, with different colorizations and patterns. Most of the lead characters are legitimate species you'd recognize from a reef off Australia. "If you look into the background, though, you'll find a few we cross-bred ourselves."

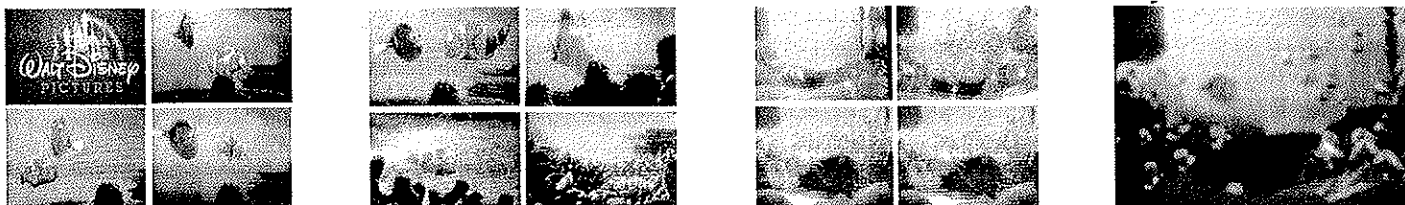
🐟 Pixar confirmed in April 2002 that *Finding Nemo*, set for release in summer 2003, is being written and directed by Academy Award-nominee Andrew Stanton, who served as co-director and co-screenwriter of the 1998 hit *A Bug's Life*. "This visually stunning underwater adventure follows the comedic and eventful journeys of two fish -- a father and his son Nemo -- who become separated in the Great Barrier Reef. Albert Brooks provides the voice of Nemo's fretful father who risks life and fin to find his son. Newcomer Alexander Gould is heard as the adventurous young Nemo. Ellen DeGeneres voices Dory, a forgetful but relentlessly optimistic companion that father meets during his travels. Willem Dafoe lends his voice to Gill, a tough-talking maverick who befriends and looks after the stray Nemo. Geoffrey Rush voices Nigel, a peculiar pelican with a soft spot for all species except seagulls, and Barry Humphries gives a biting performance as a 'vegetarian' great white shark."



🐟 *Monsters, Inc.* director Pete Docter revealed in an August 2002 interview that "if you've ever been scuba diving or snorkeling you know that there's just a complete, amazing world down there and computer graphics is really a great medium [for it]. It's something we try to do with all of the films is to take advantage of the medium so that you're not trying to fight against something. Humans are really hard. Toys were a good first choice because everything we did was kind of plastic looking. With fish it's the same way. A lot of the other things that are going on down there—well, water

excepted, water's really hard—but a lot of the other things are fairly straightforward for what computers can do with it, sort of fish shapes and that sort of thing."

🐟 Very rough early work was presented at the Australian International Movie Convention in summer 2002. "Albert Brooks and Ellen DeGeneres play two fish on the Great Barrier Reef in search of another whose been caught and now imprisoned in a fish tank of a Sydney dentist's office. DeGeneres' character has no short term memory which constantly causes headaches for Brooks. Barry Humphries (aka. Dame Edna) lends his voice to a shark with problems--seems he's joined 'Sharkaholics Anonymous' where other sharks come together to meet and discuss their difficulties and ways to avoid it. The problem? eating fish. Geoffrey Rush voices a pelican and one sequence has him having to rescue the two fish from a flock of seagulls which involves rapid flying and swerving through various sailing vessels. Alongside rush Aussie actors Eric Bana and Bruce Spence will also voice the other two pelican characters. Other sequences include a scene where they ask a school of fish for directions - the group then form themselves into various shapes until they decide upon an arrow."



☛ The early buzz on the movie was somewhat negative, implying that *Finding Nemo* would likely be the worst of the Pixar features. AICN's Mr. Beaks rectified in an October 2002 review that while *Finding Nemo* might be "shaping up as one of Pixar's *less* wonderful efforts," it would still mean that "it might only make my Top Ten list for next year rather than cracking my Top Five. If there's one element of the Pixar formula that's beginning to wear ever so slightly thin, it's their strict adherence to the buddy-comedy formula. What most impressed me about the film at this stage is how the world Stanton has imagined is so fraught with danger. This being a very rough assemblage, with lots of storyboards substituting for fully animated action, it's impossible to accurately gauge *Finding Nemo*'s place in the Pixar pantheon. While there doesn't appear to be a jaw-dropping set-piece on the scale of the door chase from *Monsters, Inc.*, there are some nicely profound moments sprinkled amidst the fun, along with a theme--forging forward and accepting life's inherent, and sometimes cruel, uncertainty--that resonates in the wake of 9/11. So while I'm not seeing this film graduating to the level of their best work, I can't say for sure that it won't end up in that elite class. We're still a long way off from *Finding Nemo*'s May release date; if there's any company that can get it right between now and then, it's Pixar."

☛ However, Jim Hill points out to the fact that this negative rumors might be mostly due to Disney's attempt to torpedo the movie: "My sources keep telling me that this stories are reportedly coming straight out of the Disney lot in Burbank. To be specific, allegedly from someone who's deep inside the Team Disney--Burbank building. Under the terms of the co-production deal that Pixar Animation Studio currently has with the Walt Disney Company, Steve Jobs (CEO of Pixar) can't formally begin exploring the possibility of having his company making movies for anyone other than the Mouse until Pixar formally hands a finished version of the third film of their five picture deal (namely *Finding Nemo*) over to Disney. This means that the Walt Disney Company has only six months left before it has to start battling with its competition (Mainly Lucasfilm & Dreamworks SKG, who are reportedly quite eager to get in bed with Jobs) for the right to release any Pixar projects that are produced after December 2005 (that's when John Lasseter's next film, *Cars*--the fifth picture in Pixar's current five picture deal with Disney--is due to hit theaters). Could it be that, during this rapidly narrowing window of opportunity, that the execs at Team Disney-Burbank are attempting to 'Gaslight' the people at Pixar? As in: Make the folks in Emeryville think that -- thanks to all the bad buzz that's currently swirling around out there about *Finding Nemo*--that Pixar might actually be saddled with its first ever box office disappointment. With that mindset (And acknowledging that -- what with Fox's arrangement with Blue Sky Studios, Paramount's agreement with DNA Productions, Inc., Dreamworks / PDI's distribution deal with Universal, Big Idea's association with Artisan Entertainment as well as Disney's new production deal with Vanguard Animation -- Pixar's facing increased competition in the CG feature field), Jobs might suddenly be reluctant to make a break from the Mouse House. Which might then result in Steve opting to renew Pixar's production pact with the Walt Disney Company."

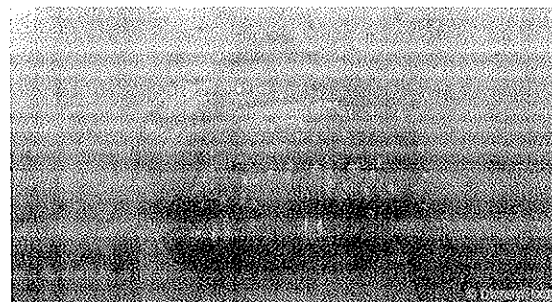
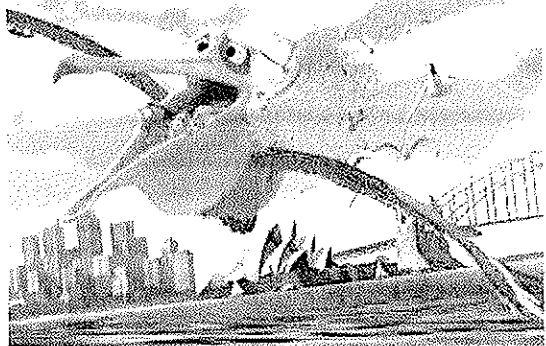


Exhibit D-8

☛ Pixar CEO Steve Jobs commented in Pixar's earnings press conference in February 2003 that "we are enjoying the benefits of being this era's most successful animation studio, having a dramatically higher total worldwide box office for our last four films than either Disney or DreamWorks, but as Walt Disney himself said many times, 'We're only as good as our next picture.' Which brings us to our studio's next and fifth feature film, *Finding Nemo* [which is] almost complete. I will say that it may be the best film our studio has produced to date. The story is funny and very heartwarming, and it is clearly the most visually stunning animated film ever created; it is jawdropping. Disney and Pixar have put together a fantastic marketing campaign for *Finding Nemo*, which will be larger and more comprehensive than for any Pixar film to date, and will be Disney's biggest release campaign ever. And because *Finding Nemo* is a summer release domestically, a first for a Pixar film, it will be released in Europe this holiday season, which is far more favorable than the Spring release date we have had with our films so far, as well as the

domestic home video release this holiday season. It's going to be a jam-packed year, and we're ready for it."



☛ Theater owners got a first look at the ShoWest industry convention on March 4, 2003. Their prediction: *Nemo* will be as big as the four previous collaborations between Walt Disney and Pixar Studios. Theater owners could not suppress their enthusiasm Tuesday night after the film's first major screening. "It's a great film, phenomenal. It's a solid winner," said Millard Ochs, president of Warner Bros. International Theatres, which has theaters in eight countries. "It was excellent," chimed in Dan Harkins, CEO of Harkins Theatres, the biggest theater chain in the Southwest. "It was really well done. It tugs at the heartstrings. It's going to do well at the box office. It's going to be great summer fare. The

exhibitors should be exuberant about it." Writer/director Andrew Stanton attributes the film's good buzz (and Pixar's winning streak) to a long writing and filmmaking process and harsh self-criticism. "*Nemo* has been seven years in the making in concept, four years in serious production," he told USA Today. "There are a lot of rewrites, a lot of bad starts. We're the harshest critics we know, and we're always willing to change things at the 11th hour if a better idea comes along." *Countdown* wrote that the film had "a great script, stunning animated sequences (in particular, attacks by various predators, including a barracuda, shark and electro-freaky fish, were extremely thrilling, but may jeopardize the movie getting a G rating), and lots of human interest (father in search of son, letting go of one's fears etc). Many diverse characters, and a story that just barrels along, will no doubt make this one of the big summer box office hits when it releases in late May. As one tagline on a Disney banner says, 'Sea It!'" *Latino Review* added that "the film was great!! Sure to be big in May." An AICN spy confirmed that "this is [a] better movie than expected."

☛ Albert Brooks says that when a reporter on a junket described his character, single-dad clown fish Marlin, as overprotective, "I stood up and said, 'Overprotective? If your wife and almost all your children were eaten by a shark, you wouldn't be overprotective?' Then I realized — I'm yelling about a fish." He also added that "I started in January of 2002 and did a bunch of sessions. Then I went to Canada to make *The In-Laws* and did some more when I got back, totaling about 11 sessions of four hours each." The dialogue tracks were recorded first, giving the animators a guide to lip movements and timing. Though the characters have already been designed and the basic plot laid out, there's a lot of room for improvisation at this point. "It's more than room. I think they're praying that you'll do something. What you can't do with them is that you can't come up with new places--I've got an idea! The fish should go to California!--because that they've got locked in. But you can make up what you say, and that's pretty much what the sessions are. They expect me to come up with every single thing I can come up with, and they just pick what they want. It was my suggestion that, gee, if he's a clown fish, maybe everybody thinks he's supposed to be funny all the time. You can't play a part with the word clown fish and not address it." Albert Brooks and *Nemo* co-star Ellen DeGeneres never worked together during the recording sessions, a common approach on Pixar films. "They said it varies from movie to movie, depending on how the actors feel. Apparently Tom Hanks and Tim Allen didn't do work together on *Toy Story*, but on *Monsters, Inc.*, Billy Crystal and John Goodman did. But when you think about it, why should it matter? Because the director is the one who should make sure that you're at the level of the other actor. The whole reason you do these things is because you have kids. The whole thing is for that event, so my kids can sit on my lap and see it. They've seen the commercials, and they understand that I'm the fish. And that's everything to a kid."

Exhibit D-9

☛ Ellen DeGeneres did not know voice acting would be so hard. "I remember hearing Tom Hanks saying that it was really hard work, and I didn't understand that--and now I do," the comic and actor said during a publicity tour at the Pixar Animation Studios. "Director and co-screenwriter Andrew Stanton said that with Dory, a blue tang with a short-term memory problem, he broke a cardinal rule of screenwriting: never write a part with a specific actor in mind. He had been working on the character when, by chance, he had DeGeneres' sitcom on the TV. "I heard her change the subject five times in a minute," Stanton said. DeGeneres said it was the first time someone wrote a part for her -- but that knowledge lulled her into a false assumption. "It was basically me, and I'm me every day," she said. "I didn't realize how hard it was going to be. It was quite a challenge to just get all your emotion across with just your voice." DeGeneres' voice performance is a gem, comic and touching and quite versatile--such as the scene where Dory speaks whale. "They told me, 'We just want you, if you can, to speak whale here,'" DeGeneres said. She remembered that years ago, a



woman who lived next door to her would practice her yoga, burning incense and playing albums of whalesongs. "You never know in life what kind of things will help you, and what seems to be annoying at the time turns out to help you," DeGeneres said. "Fortunately for the film but unfortunately for me, it worked and I had to do two days of it," she added. For the DVD release, she had to approve of the video of her facial contortions. "I look so hideous doing it," she said. DeGeneres now has to deal with another aspect of voice acting, and in particular performing in a Disney cartoon: immortality with the preschool set. "My voice is on LeapPads," DeGeneres said with astonished pride that she will be featured on the popular electronic teaching machines. Her voice will be on the *Finding Nemo* DVD, in a mini-documentary featuring Dory and Jean-Michel Cousteau (the son of the late oceanographer Jacques-Yves Cousteau) discussing the importance of oceans. DeGeneres also is excited to be involved with a positive, uplifting comedy that children will enjoy for years. Though, she adds, "I apologize to parents who will have their kids wandering around the house speaking whale."

☛ Andrew Stanton acknowledged that he was in over his head when he first tried to create Dory's character. DeGeneres, he says, swam to the rescue. He didn't even think of Dory as a female until the night he heard the Ellen sitcom wafting in from another room. "She changed the subject five times in one sentence," Stanton recalls. "And I suddenly had an epiphany. She became a touchstone. I took a risk that I could get her. And then I told her, 'I've written this part for you, and I'm up the creek if you don't take it.' And she said, 'I'd better take it, then.' " DeGeneres explains: "They were Pixar. Why wouldn't I want to work with them?" She tried to make Dory sound like a 7-year-old girl, and she enjoyed doing the same dialogue again and again, although she did lose her voice. "Especially when I was speaking whale for two days. And a lot of times, I would have to yell because the ocean is so loud and, well, there's a lot of yelling." And no moving. "I usually do a lot of physical comedy. You use your face for most of your acting. With this kind of acting, it all has to come through your voice without physical comedy and without facial expressions."

☛ Ellen DeGeneres said that "[Disney/Pixar] approached me three years ago when I was on my tour for my last HBO special." Noting that she found herself relating to her upbeat character, Dory, on several levels, Ellen DeGeneres laughed and vaguely alluded to her own personal disappointments, stating, "I would probably be considered to have a brain injury if I was that hopeful and positive. It's a shame that we think of people who are that happy all the time that there is something wrong with them. Certainly, I have learned some lessons in life that I am somewhat skeptical, but I am still surprised when people are dishonest and they tell me something and I find out they're lying to me... I'm always surprised by that. I'm still disappointed in people sometimes and you'd think I would learn and I'm sensitive in ways that maybe I should learn, but I'm happy I'm still the way I am." The 45-year-old Louisiana native recently thinks pint-sized moviegoers will be drawn to her character because she exhibits so many wonderful, child-like traits. "I think kids can relate to Dory because she's so child-like. I don't know how old she's supposed to be in the movie, but she's got every single quality that kids should have, not that they necessarily do. I think kids are growing up too fast now. But she's innocent. She's optimistic. There's not even a thought in her head that a shark would hurt her or that being swallowed by a whale is a bad thing. She's just happy and optimistic and positive about everything." Asked why Dory sticks with Marlin even though he repeatedly tries to ditch her, DeGeneres said she thought it was because the two fished had a lot to teach each other. "He keeps trying to get rid of her because she's annoying and he's stuck in fear and he doesn't understand her at all and she's completely different from the way he thinks. And yet by them spending time together, he learns to lighten up a little bit and learns to have fun, because he never has fun because of the fear because of what's happened to him and Dory learns to form attachments... Because of their differences, they both learn to change a little bit, which is a beautiful thing. Dory's innocent. She's optimistic. It was fun to play, because I got to go in, over the course of three years, and stand there and play this happy, optimistic, hopeful, fearless creature every time I was [recording Dory's voice]. Then, I'd go in my car, and I'd go home and get disappointed by people."

Exhibit D-10



☛ Andrew Stanton cautions against anyone assuming that the release of *Finding Nemo* was somehow timed to coincide with the DVD release of the classic Disney adventure *20,000 Leagues Under the Sea*. Or that the missing fish of the title was named Nemo to reference James Mason's character in that picture. "I've had the luxury of naming the characters in all of our movies," Stanton says. "I tried to figure out what a fish might name itself, and also played with names based on parts of its anatomy, like Gill; other types of fish, Marlin; or call a character Dory, like the boat. There was no more

association with *20,000 Leagues Under the Sea* than that Nemo sounded aquatic. We weren't trying to do Disney a

favor. When I hadn't even solidified the story, I discovered that 'nemo' in Latin means 'no one,' which suddenly explained why the captain was named Nemo in the movie. It just stuck in my mind."

🐡 *Finding Nemo* features a scene inside of a whale which is similar to the hand-painted one created in the 1940s Disney film. "We certainly watched that scene in *Pinocchio* many times as reference for how Disney, back in the day, chose to caricature the inside of a whale and water, how it flows and crashes upon itself," says technical director Oren Jacob. "It's not a better or worse thing, just different in the sense that the physical detail and the realism that we can get closer to. We're actually able to get closer to what real water would actually do. But we can do that with a lot of computing power and a lot of research and get that to look this way."

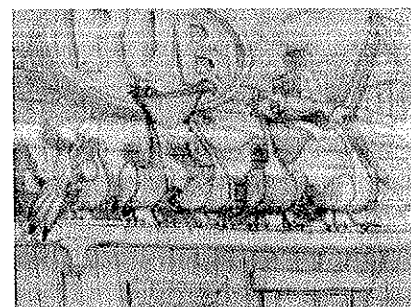
🐡 Most actors who lend their voices to an animated feature record their lines before the film is made and usually without other actors. Willem Dafoe, the fish-tank lifer who masterminds Nemo's escape from alkaline, says that "there's so much info you're not privy to, and they've been living with this for years. So you just have to give over and trust them. The actual process is odd, it's abstract. You don't get the rhythm that you normally do in a scene. It really requires a special commitment to finding variations in the lines and giving the director good material to work with. Basically, this is all evolving, so--pardon the pun--he's really going fishing. [The director] has an overview that you don't have. Your job becomes serving him, giving him what he needs, when you can't guess what he needs."

🐡 Directors learn, said co-director Bill Unkrich, that not all movie stars make great voice actors. "The minute you separate visual from voice, you lose a good portion of what makes them so great," Unkrich said. "It's not that they have a bad voice," Stanton added. "It's just that they don't have a self-standing voice."

🐡 John Ratzenberger, who has done voices in all five of Pixar's movies (Ham in the *Toy Story* films, P.T. Flea in *A Bug's Life*, the Yeti in *Monsters, Inc.* and a school of moonfish in *Finding Nemo*), developed a technique where, with every take, he would deliver a line five times. That way, he could establish his own acting rhythm, and the director could pick and choose which version works best.

🐡 "Things lose color when they go away from you and gain color when they come closer to you. There's crap in the water, and surge and swell," says Andrew Stanton. All this had to be analyzed or guessed at for *Finding Nemo*. "It was like somebody gave you a cake and said, 'O.K., figure out what ingredients it takes to make this,' but with no cookbook. And you're just going, 'I think I taste egg... I think I taste sugar...'"

🐡 Writer-director Andrew Stanton conceded a month before *Nemo*'s theatrical release that the success of earlier Pixar endeavors like 2001's *Monsters, Inc.* raised the bar for his movie. "There's plenty of pressure, but to be honest, the only way we've ever known how to make any of our movies good is to just forget that there's an outside world and make a movie that we would want to watch ourselves. I just know that I have kids, and all my friends have kids, and it never seems like there's enough family movies."



🐡 The adult turtle is voiced by *Nemo* director Andrew Stanton, while the kid turtle is voiced by Nicholas Bird, son of Brad Bird, who was over at Pixar directing *Nemo*'s follow-up *The Incredibles*.

🐡 "Andrew Stanton called to say he'd written a character for me," says Ellen deGeneres, who provides the voice of Dory, the forgetful blue tang fish. "No one's ever done that for me, so I was really excited. Then he told me it was a really verbose blue fish with short-term memory loss. I told him I'd do it, but if the script didn't turn out to be really good, I might just forget I'd committed to the project. I told Andrew, in his next movie I want to play a tub of Hagen Daas ice cream. Now that's something I'd like to be able to resist."

🐡 *Finding Nemo* marks composer Thomas Newman's first foray into composing for an animated feature film. The Grammy winner and Oscar-nominated composer commented: "I was very scared to do it; I'd never done animation before. My cousin Randy [Newman] has done the four previous ones. That was a daunting thing to come up against, because I so enjoyed his music."

☛ Brit rocker Robbie Williams performs the end title track "Beyond the Sea" which is taken from his 2001 release, "Swing When You're Winning."

☛ Ralph Eggleston, the production designer of *Finding Nemo*, revealed the crowd at VES 2003: A Festival of Visual Effects in June 2003 that *Monsters, Inc.* may have been a smash hit at the box office, but that film was not terribly popular with the studio's accountants. Pixar spent millions of dollars on visual development for *Monsters, Inc.*, only to have a 10th of that material ever make it up on the big screen. That's why a decision was made at the uppermost levels at the company that--at the very start of work on *Finding Nemo*--that production of this particular Pixar picture would be kept under very strict control. The studio really wanted to make sure that this film stayed within its budget and was delivered on time. "You'd think--what with all [of Pixar's] successes--that it would have gone the other way," said Eggleston. "But no. There was even more pressure from above for us to rein things in."

☛ Buzz Lightyear shows up in *Nemo*, as do characters from two upcoming Pixar films, 2004's *The Incredibles* and 2005's *Cars*. In addition to providing hours of freeze-framed entertainment for today's DVD generation, this character cross-pollination, says Stanton, is also a sign of a TV kid in the 1960s. "We all remember when the Beverly Hillbillies went on *Petticoat Junction*, or when the Green Hornet was on *Batman*," he says. "That rocked our world when we were kids, so we said, 'Why not?'"

☛ Various scenes in *Finding Nemo* were restaged because of questions of taste: particularly the inside-of-the-whale sequence, as Jim Hill reports. According to Ralph Eggleston and Oren Jacob at VES 2003, this was the sequence that Pixar's animators found most difficult to pull off. Due to the lighting issues as well as having to constantly deal with all that CG water that was splashing around inside the whale's mouth. This sequence was originally envisioned with Marlin and Dory were trapped inside of the whale's stomach. NOT the whale's mouth. So why was the location of this particular setpiece changed? Well, as Oren Jacob oh-so-delicately put it: "There were only two ways out."

☛ Steve Jobs stated unconvincingly during the First Quarter 2003 Earnings conference on May 7, 2003 that "we have no idea what the opening weekend will be. We would be thrilled if it was in the 30s, we would be ecstatic if it was in the 40s, we would be dancing on the ceiling if it was in the 50s!" He went on to reveal that the movie would be released on at least 5,500 screens, and that the DVD was set for the fourth quarter of 2003 (November 4 is rumored).

☛ The pet fish trade, a \$200-million industry already accused of inhumane treatment, feared a few days before its release that the Pixar movie could worsen its image. "There is a political message," said Burton Patrick, chief operating officer of six Pet Supplies Plus stores in the Pittsburgh area and a former operations manager for the Detroit Zoo. Disney "wants kids to feel sorry for something that might or might not have a concept of mortality." But Andrew Stanton doesn't mind if viewers leave theaters thinking about the environment as well. "The random hobbyist doesn't think that taking one fish out of the ocean will matter," said Stanton, who got the idea for the story from the "funky fish tank in my dentist's office when I was a kid." "I always assumed these animals were caged and wanted to go home." And although the industry worries about a backlash, some believe the opposite will happen. The film could inspire children to nag their parents for "Nemos" of their own, sparking a boomlet in the saltwater aquarium hobby, said John Brandt, legislative representative for the Marine Aquarium Societies of North America, the umbrella body for hobbyists. Sales of Dalmatian puppies rose after Disney's 1996 release of its live-action version of *101 Dalmatians*. Anticipating a similar reaction, Paul Holthus, executive director of the Marine Aquarium Council, said, "It's important that this demand is met with marine life that's been harvested from the sea or captive-bred in a manner safe for both the fish and the environment." But as pet-store owner Mitch Gibbs of Bowling Green, Ky., put it: "*Bambi* did not stop deer hunting."

☛ Michael Eisner made a presentation at the Deutsche Banc Alex Brown's Entertainment Day Conference on June 4th, 2003. There, he talked about franchise building and the digital decade at The Walt Disney Company. This is a form of the model Disney uses for growth which is developing new properties while finding new ways to distribute the properties. Disney is known for using films as a way to develop franchises. The problem is that the shelf life of films is short and if there is a failure there is a major gap in the earnings of the company. This is why Disney is refocusing its efforts on developing properties: "the *Finding Nemo* franchise will be supported with plans for a sequel, TV show, consumer products, and a theme park attraction, an update of the Living Seas at Epcot, which will

offer a flow of operating income."

✶ DreamWorks Animation's head Jeffrey Katzenberg said in a June 2003 that he couldn't be happier for his friends at Pixar. "It's a brilliant, brilliant film. John Lasseter and his people are talented guys. They've turned out five remarkable movies in a row. They're the best in the world. Their work is inspiring."

DIRECTORS INTERVIEW

"The Pixar Players" by Mike Russell - May 2003 interview taken from In Focus Magazine

Finding Nemo' mastermind Andrew Stanton is one of the most successful screenwriters alive, and he doesn't seem to care.

Working out of the animation hit factory Pixar, Stanton has co-written the scripts for "Toy Story," "A Bug's Life," "Toy Story 2," and "Monsters Inc." — films with a combined domestic theatrical gross of \$853 million. When confronted with his world-beating status among movie scribes, Stanton at first seems thrown ("Wow — now I want a raise! Could I get back to you?"), then ponders the irony of having attained such Hollywood success so far from Hollywood.

"I don't even know any other screenwriters," he says. "It's kind of weird being up here in the Bay Area and sort of isolated, with just these guys, doing what we do. I think it has probably a direct correlation to our being able to make successful original stories — we're not jaded and daunted by the whole system, because we're just not part of it. I don't even think like that. That's wild."

Coming from, say, "Jurassic Park"—"Lost World"—"Spider-Man" scripter David Koepp, this might sound like false modesty. But Stanton's a Pixar man — one of the Marin County CG animation company's first employees — and he rhapsodizes about its storytelling-first culture. "To this day, [new Pixar employees] come in and they feel like they've found Mecca or paradise," he says. "They just didn't think that it could be this good — in the style of moviemaking and the way people collaborate."

It's worth noting that he sings these praises on the tail end of a grueling production cycle for Pixar's fifth feature, "Finding Nemo" — Stanton's first as director and solo screenwriter. It's the story of a clownfish named Marlin (voiced by Albert Brooks) searching the seas for his lost son with the help of a memory-impaired sidekick, Dory (Ellen DeGeneres).

Lee Unkrich — a seasoned editor who probably suffered whiplash when he came to Pixar from live-action stints on TV's "Silk Stalkings" and "Renegade" — serves as "co-director" on the project and says "Nemo" is a very personal effort for Stanton: "It was his vision. He wrote the film, it was his idea to begin with ... and he actually does like five different voices."

In Focus recently grabbed an hour of Stanton and Unkrich's time to talk about "Finding Nemo," Albert Brooks, the culture at Pixar, computer animation, surprising cameos and the art of telling a good story.

Is Andrew Stanton as funny as his screenplays?

Lee Unkrich: If you get a few drinks in him, yeah.

Exhibit D-13

Andrew Stanton: [laughs] I wish. If you ask me, I don't think I'm funny at all. I'm always striving to surround myself with people who I think are much funnier; in a vacuum, I think I turn very dour and dark.

Do you have a favorite supporting character in "Finding Nemo"? Do you think there are any that audiences

will be quick to embrace?

Unkrich: Oh, I can definitely answer that one: There's a scene where Marlin and Dory, after battling their way through a jellyfish forest, get stung into unconsciousness — and when they wake up, they find themselves on the back of a sea turtle, Crush, who's swimming through the East Australian Current. And Crush is like an '80s surfer dude, a Spicoli kind of character.

On these films, we typically do all the voices ourselves before we hire the actors — and Crush, in those early story reels, was being voiced by Andrew. We spent a long time trying to cast a "real" voice for Crush, but nothing was hitting quite right. But Crush proved to be one of the most popular characters in the test screenings — so we made the decision to just stick with Andrew.

So he's an actor/director.

Unkrich: He is truly an actor/director. I always joke with him and ask if he was excited when he got the call that he got the part.

I would imagine there's a sort of merry contest at Pixar to get your temporary "scratch voice" onto the final reel.

Unkrich: Well, we never make any promises — and the expectation's always that we'll be replacing Pixar people with real actors ... or, should I say, professional actors. I think we broke that for the first time on "A Bug's Life," when Joe Ranft, our head of story, played Heimlich the caterpillar — we could never find another actor who made us laugh as much. And now Joe has become part of our stable of actors who do make it into the final films. He also played Wheezy in "Toy Story 2."

And now other people have made it onto the finished films. Bob Peterson — the head of story on "Monsters Inc." — played Roz, the slug receptionist. Andrew's played little cameos here and there. I play a pelican in this film. It's oftentimes because the part is so small that it's not worth trying to get an actor for.

I have this image of all the Pixar guys doing voice exercises at their keyboards.

Unkrich: It's called "The Pixar Players." Actually, when we start each film, we have a series of auditions, and anyone who's interested can come in and do some readings.

So Andrew, you're an animator who writes dialogue and does voices. Is that combination of skill sets fairly unusual in professional animation?

Stanton: I think it's random. I mean, I was an actor, I did a lot of theater, I made short films with my video camera and my Super 8-mm camera, like a lot of other budding filmmakers. I had to write, direct and act in them with all my friends, because nobody else would. And all those things still come into play — even though the stakes are higher and the bucks are bigger and the toys are fancier. You're still using those same instincts that you had when you were a kid running around in your backyard.

You used to work on "Mighty Mouse Adventures" with John Kricfalusi, right?

Stanton: For one summer, on the first season.

Kricfalusi insisted during the "Ren and Stimpy" era that cartoons should always be written by animators. If you can't draw, you can't write.

Stanton: Well, that's a bit of a purist theory. But there is a certain sixth sense that animators have — that you know what there is to be mined, entertainment-wise, from that medium. So I certainly think I have that as an advantage — I definitely feel that I have a good sense of what to take advantage of.

It strikes me that the thing that Pixar is best at is getting to the primal heart of an idea — boiling the story idea down so thoroughly that it's obvious.

Stanton: Yeah. We're junkies for the truth of something. Well, we're junkies for entertainment, first and foremost — but then we're almost equal junkies for tapping into the life-truth of something. And when the two can be married just right, I mean, there's nothing better.

There's a great term I learned from Joe Morgenstern, who reviews for the Wall Street Journal — it's called "sprezzatura." It basically means "the art of concealing art." Even when we were in art school, we started to recognize that equation — that if something looked deceptively simple, there was probably so much blood, sweat and tears behind it to make it look effortless.

We re-do so many things — again and again and again. I mean, I don't consider myself a writer as much as I do a re-writer; I wouldn't trust anything I did that went right on the first pass. [laughs]

But there is something to be said for getting in that alpha state where you're making free associations.

Stanton: That's certainly how you start. And sometimes, that's how you finish. But there's a lot of ugliness in between.

What's the difference between a director and a co-director?

Unkrich: I liken it to the team of Batman and Robin.

Stanton: Exactly.

This is the first film where you're Batman, isn't it, Andrew?

Stanton: Yes. I'd been Robin for a while, and it's ... different. [laughs] I can't say I like it more. You get to be the point man and you get to call the shots — but man, being number two is pretty cool. You get to go to all the same meetings, almost have as much creative input, but you can also hide in the shadows and not go to the meetings you don't want to and not be the target when you don't want to.

Unkrich: Ultimately, this film is Andrew's film. And it's been my job to help him achieve his vision.

We learned long ago that each of us brings different skills to the table. I come from a live-action background and have a lot of experience in directing and editing. I was just editing for a while, but it became clear that I had a lot to contribute in staging the films and supervising all the camera work. Doing a lot of work like that on "Bug's Life" proved to John [Lasseter, head of Pixar] that I was capable of more. I ended up co-directing "Toy Story 2" with him; after that, I went on to "Monsters Inc." and now "Finding Nemo." And I'll be directing "Cars" with John when I finish this film.

So for now, you're Robin.

Unkrich: For now. Hopefully I'll be able to step into Batman's shoes one of these days pretty soon. But for now I'm being Robin and loving it.

Stanton: It's a nice position to be in. I appreciate it more now that I'm not Robin.

Andrew, how did you come to get sole screenplay credit on "Finding Nemo"?

Stanton: Well, after having four films under my belt, they really let me run free on this one. I'd had the idea running in my head since before "Bug's Life" came out, and John knew about that — but he sort of left me alone, because we had to do "Toy Story 2" and "Monsters."

But as each year went on, I got a little more serious. Because we were all proving our worth again and again, the leash just got longer and longer and longer, until basically it was, "Just go do what you want and just write what you want to write." Which was nice, but it's also scary — because you start to realize that some of your best work is because of the obstacles and the resistance that you complain about.

Sudden total freedom can be terrifying.

Stanton: It's over-fantasized, you know. Limitations are a good thing; it depends on who the limitation is or what the limitations are.

After having gone through the hell of so many movies, you keep wondering: "Maybe this time I can make it a little easier on myself. Maybe this time I can actually get it a little closer to the bull's-eye in the script form before we have to go and add a lot of people to the process." Because it's always painful to have to change your mind, and a lot of people's labor is involved, and time. It's more than just yours.

The most famous example of that at Pixar is "Toy Story 2" — which was, if I'm not mistaken, almost completely reconceived.

Stanton: Yes. It was completely reconceived until the 11th hour.

Why did that happen? Was it because they wanted to take it to the big screen?

Stanton: Well, it's because the movie sucked.

[laughs] I don't think I've ever had a filmmaker say that.

Stanton: [laughs] Well, you really hear it a lot from us. We always think our stuff sucks. And then we're like, "Well, then let's do it again, until it doesn't."

It was just one of those things where all the people that were involved in making "Toy Story" were busy making "A Bug's Life" — and we basically hired a whole completely new crew to make what we thought would be a direct-to-video "Toy Story 2." And it wasn't until we had finished with "Bug's Life" and had the time to focus on what this other group had been doing that we realized how off-the-mark it was, and how much we cared about "Toy Story" — enough to realize we didn't want this to go that way.

Was it the same story?

Stanton: The bones were pretty much the same. There were some key things that we felt were missing — and that were ideas that actually came from a lot of think-tank sessions from the first movie.

So then, suddenly, it's like having a class reunion — you get all those guys back in a room that worked on first one, and we all start collectively remembering ideas that we never used for the first one and we were finishing each other's sentences after a couple hours. Suddenly, a million ideas were coming back to us — you know, the whole thing with Squeeze-Toy Penguin, having two Buzzes, a toy collector.... They were all vestiges of avenues we thought we might go down on the first movie.

Is improvisation a big part of the voice-recording process?

Exhibit D-16

Unkrich: Oh, absolutely. It can take a character that's working well on paper and make it a lot more personal. A lot of people's perceptions are either that we do the voices after we do the animation — although a lot of people are starting to be educated that we do the voices before — or that we have an actor come in, read a script, and that's the end of their involvement. That couldn't be any further from the truth.

I think we ended up spending 24 hours in the recording studio with Ellen DeGeneres on "Finding Nemo" — in little

two- to four-hour chunks over the course of a few years — because we're constantly bringing the actors back in to read the new material that we've come up with. And we always encourage our actors to improvise and bring a dose of reality to the scenes, and to bring a lot of themselves — especially in the case of Albert Brooks and Ellen DeGeneres. Andrew wrote the parts specifically with those actors in mind, but he really only took it to a certain point; it was bringing Ellen and Albert into the studio that really brought them to life.

Many people have hailed Brooks as the funniest man alive.

Unkrich: I'd put him way up there, definitely. But I think people will really be surprised by the level of emotion and heart that Albert brings to the role. I mean, he's played some characters in the past that people had some empathy for, like his character in "Broadcast News." But I'll tell you — after people see this, they're gonna have a whole new level of respect for what Albert's capable of. Because while this film is very, very funny, it's also tragic and emotionally powerful at times — and a great deal of that has to do with Albert's performance.

Stanton: Even Albert said that. Albert said, "Wow, you really likemy character. You really care for him. Who would have thought that it took for me to be a voice on a fish for people to care about me that much in a movie?" You know, he's being very Albert Brooks — but it's true.

I have to say that I thought working with Ellen and Albert would mean they're going to just knock the comedy out of the park, and we're going to have to work with the drama and the emotion to get those line right. And it was actually a win-win situation: They knocked the comedy out of the park and they just nailed the drama.

Is it weird when you're directing someone who's an acclaimed comedy director himself?

Stanton: Oh, my gosh. I mean, I walk around all day quoting Albert Brooks lines. And to suddenly be asking him to read a line — and then to suddenly be telling him he's not reading the lines the way I think is funny enough — you really sort of stop yourself and you go, "Geez — should I be doing this? Am I really in the right place to be suggesting this?" But you have to just go with your gut; they wouldn't be working with you if they didn't think you had a good sixth sense about those things.

Albert made it very comfortable. I thought he might end up being overbearing, because he can do it all — write, direct and act — but actually it turned out to be the exact opposite. He knows what it's like to be on the other side and to have to direct others, and so he was very, very, very understanding. He would even say, "If you didn't get what you wanted, tell me. I'll do it again."

Brooks' voice work on "The Simpsons" is the stuff of legend.

Stanton: I always worried that I wasn't taking advantage of him the way "The Simpsons" groups do, because he just shines on those shows.

I had to explain to him what we asked of Tom Hanks for Woody: It's not funny on the surface. He's the heart of the movie.

Is there a voice actor who's just brought you an exceptional level of joy?

Unkrich: We call John Ratzenberger "Our Little Lucky Charm." We just couldn't imagine making a movie without him — and I doubt we ever will make a movie without him.

You'll never make a movie without him or the Pizza Planet truck.

Unkrich: Well, both. [laughs]

Exhibit D-17

Is the Pizza Planet truck [which has made a cameo appearance in every Pixar film] somewhere in "Finding Nemo"?

Unkrich: The Pizza Planet truck is in "Finding Nemo." For a while, we thought about having it be a wreck at the bottom of the ocean, but we didn't end up doing that — so people will have to keep their eyes peeled.

"Monsters Inc." is one of the first films in which you have a retroactive cameo — you have a character from "Finding Nemo" who turned up in "Monsters Inc."

Unkrich: Yep, that's true.

And nobody will get the joke until May.

Unkrich: Nemo actually makes two cameos in "Monsters Inc." He's in Boo's bedroom at the very end of the movie, when Boo is running around her room and grabbing toys to show Sully; Nemo is one of the little squeak-toys she picks up. And he also shows up when Randall gets jettisoned at the very end of the film into the backwoods swamp trailer: You catch a little glimpse into the inside of the trailer, and you can see Nemo mounted on a plaque.

And that's also the trailer that the "Bug's Life" village is underneath.

Unkrich: With the Pizza Planet truck parked next to it.

You sort of back-loaded all your cameos into one shot, just in case.

Unkrich: And we have an "Incredibles" cameo of sorts in "Finding Nemo." So I think that will become a little tradition now — to catch a little glimpse of the next film in each previous film. You know, I believe we have a "Cars" cameo in "Finding Nemo," as well.

Andrew, you're the only person who's worked on the screenplays for all the Pixar films. What's the trick to squeezing huge laughs out of G-rated material?

Stanton: I don't necessarily feel that we're trying to be funny. A lot of the things that make you laugh aren't necessarily jokes; sometimes they're just quirky truths. They could be just the pantomime of how a character walks across the screen, or it could be the juxtaposition of two shots — and they all root themselves in telling a great story. I think that's always been sort of our touchstone to "getting the funny," but that's never been the goal. The goal is that the funny will be included in the story they're trying to tell.

Unkrich mentioned that "Finding Nemo" is surprisingly sad and tragic.

Stanton: It wasn't for the sake of being different; I felt the story was telling us what it wanted to be. I don't know how else to put it: It was somewhat in the camp of "Bambi" underwater — not that it literally is that — and it just required a little bit more intimacy and sensitivity. And even though it may feel like there's less humor from a percentage standpoint in comparison to the other movies, you laugh just as hard when you do because you care just as much — and that's the key.

You've got to get the audience to care about the situation of these characters — and then humor can come sometimes just out of somebody saying "No" when you just know that character really meant "Yes." To me, that's a much more satisfying laugh than a witty comeback.

Any specific examples from the film?

Stanton: Well, Ellen DeGeneres plays the short-term-memory fish named Dory. And you could go with the "Saturday Night Live" slant and just really make her annoying and forgetting things again and again and again until you want to walk out of the theater. It's a very touchy thing to use that as a device for humor, because it can get annoying very quickly. So we stopped trying to be so obvious with it.

Exhibit D-18

One of the aspects of [her short-term memory] was that she was always kind-hearted; she never had any baggage to

hang on to. It always allowed her to be the ultimate optimist. Then she makes you laugh just for being optimistic later on in the film. You can't necessarily say that the lines she's saying are funny in and of themselves — but it's because of your familiarity with the character that you're laughing.

Is it unusual to work at a company where the technical and story sides of the business overlap so thoroughly?

Stanton: It might be. It's all I know. When I started, I was like employee number nine with this group, and now we're 700.

Lee basically came to Pixar from a very technical perspective —

Stanton: I'd say a good portion of our cinematic prowess and our filmmaking style is Lee's thumbprint. I'm lucky to have had him on this movie.

Congratulations, Lee — you've come a long way from "Silk Stalkings."

Unkrich: Uh, yeah I have. [laughs] You've been digging into my torrid past. I was fully entrenched in live-action editing back around 1994, living in Los Angeles. And I got a call one day from Pixar saying that they needed somebody to come out and help. I jumped at the chance, because I'd long been a fan of John Lasseter's short films. And John and I really hit it off, and the whole team of us — Andrew and Pete Docter and Joe Ranft — became fast friends and collaborators.

I'll admit I was as ignorant as anybody when I first came to Pixar about the role of an editor in animation. I just assumed that animators created the animation, and all an editor had to do was splice it together. It was a real eye-opener when I saw how the process really worked.

The process is really no different than it was 75 years ago, when Walt Disney made "Snow White." We spend the first few years of making these films toiling away just with storyboards — creating very elaborate storyboard versions of the movie that we edit together with temporary voices, temporary sound effects and music, creating what's called a "story reel." It's a rough-draft version of the movie.

We spend a huge amount of time — literally years — writing and re-writing and shaping the movie, structuring the movie, throwing out scenes, creating new scenes. It's really a luxury — but to be honest with you, now I can't imagine doing it any other way. If I were to go back to live-action, I think that I'll definitely borrow a lot of the techniques and procedures that I've used in animation, in terms of honing and shaping the stories.

You exercise such a level of control over your material now. I imagine it would be sort of frustrating to deal with the randomness of live-action.

Unkrich: Well, there's definitely a level of compromise that happens in live-action — the weather, tight schedules, limited access to locations. But the flip side is that when you're dealing with all the spontaneity that happens in live action, you have a lot of happy accidents; you discover moments that you don't necessarily discover when you're working so closely with the material.

How scary or fun is that initial story-pitch session, when you're standing in front of the room and swapping ideas?

Stanton: It's very scary, but I couldn't think of a safer environment to do it in, because I'm with guys that will tell me the truth. They'll tell me when they don't think it works — but it's never to do anything other than to try to see if there's a way to make it work. All the criticism is constructive here.

Exhibit D-19

So it isn't it like the offices of, say, The Onion — which is a legendarily rapacious, competitive environment?

Stanton: Most of my peers are basically the same four guys that I learned how to make movies with. You know,

"Toy Story" was the first movie for all of us — and we all learned together and we all went through the battle together. So there's an unspoken trust there that I just wouldn't be able to find in any other group of people. If you're going to take a chance, you're going to take it with those guys.

Now, songs, of course, play important roles in Pixar films — but Pixar characters themselves do not sing.

Stanton:[emphatically] No.

Is that a rule?

Stanton: Not a rule, but when "Toy Story" came out, it was a rule then. What made successful animation was a big, big, big musical. And we appreciated or liked musicals — but none of us felt that that was a requirement of making a great animated movie.

It seemed as each animated movie in the late '80s and early '90s, was becoming more and more successful, the scope of what people thought an animated movie could do got narrower and narrower and narrower. We were very frustrated. We're all such film geeks, and it was so frustrating to read these reviews by some of your favorite reviewers, and you would really respect their insights — and then suddenly, whenever an animated movie came to be critiqued, they would just turn their brains off and basically say, "Good for kids. We give four stars."

And we'd be like, "What? If that thing had been live-action and all the same story points had been done, this thing would have gotten an F!" And we felt like, "I want to make an animated movie that's trying to be just as good as all my other favorite movies — screw what the medium is." And that's been our thinking ever since.

For as much as we work in animation, the last thing we do is think about [the fact] that we're making an animated movie. We think that we're making a movie. We don't like thinking that we're at the kid's table — we want to eat at the adult table.

In an interview with this magazine, ["Spirited Away" director Hayao] Miyazaki said that his characters drive the story; he comes up with the characters and then he lets them take him on a journey. How true is that for you?

Stanton: That's ultimately where you know you've got something. But I tell you: The hardest thing to achieve — at least for me in writing — is finding out who your characters are. Out of a three-year writing process, that can be two to two-and-a-half years of just figuring that out.

You can figure out plot pretty quickly. But to know who your characters are, you're basically forming a limited human being. You're creating a character that people believe has its own thought process, its own decision-making — and you don't know what those choices are going to be every second that you're watching the movie screen. It's really hard to create that illusion.

Miyazaki also said that, in the U.S., the animated film is an offshoot of the musical genre of film. Japanese animation, on the other hand, was largely created under the influence of European animation.

Stanton: That makes sense. I think it shows. I don't want to give the impression that one's bad and one's good. We were just frustrated with being pigeonholed — and then suddenly there's enough of us together in a room going, "Wait a minute, we ALL feel like this? Well, then we can't be wrong."

Speaking of being straitjacketed: Will there ever be a Pixar film that's rated PG-13 or even R?

Stanton: You know, it'll never be driven by the desire to get that rating. We have so far — knock on wood — always just been driven by the story we want to tell, and someday we're going to come up with a story that requires something that's going to put us in a PG or — I don't know — maybe someday an R rating. Who knows? That'll be a different mountain to traverse — for a whole slew of reasons.

Exhibit D-20

There's definitely a trust out there in how accepting we are for all ages, and we pride ourselves for that — because I don't think you have to exclude children and values in order to get the big laugh. But I wouldn't put it past us to someday have a story where it ends up being a different rating.

Now, one of the big technical innovations on "Monsters Inc." was the sort of new realism with which animated fur and hair behaved. What's the next visual leap forward with "Nemo"?

Unkrich: I can say, without any hesitation, it's water.

Now, see, as a layman, I would think water would be easier.

Unkrich: Well, it's not. [laughs]

Stanton: Oh, it's so difficult.

Unkrich: It's equally difficult — especially when 90 percent of your movie takes place underwater.

Why, exactly?

Stanton: Because it's organic and it always changes its form. Water can be a liquid and a solid and a gas. It's constantly changing shape. Computers are good at borders, edges — you know, a cube, a sphere, things that can just be solid and stay exactly the way they are. But to have something that's truly changing its volume and shape every single frame, it's just a computing nightmare. And then to make that look good is a whole other level of wrangling that's very, very difficult.

Is lighting difficult in that?

Stanton: No — because they've actually got quite a few tricks up their sleeve to make you believe that you're seeing what light truly does, but it's actually not doing exactly what light really does. But that's about as far as I can explain before I'm going to screw it up. I don't even understand it to the length that I probably should.

Unkrich: In some of our early tests, the animation of Marlin swimming around felt like he was just swimming in air, or at best in a chlorinated pool; it was clear we had to figure out how to make the audience feel like it was truly underwater with these characters. So we collected different shots of real underwater photography — you know, sunlight filtering down from the surface of the ocean, very murky water, all kinds of different situations.

And we handed those collections of shots to Oren Jacob, the supervising technical director on the film, and laid down the gauntlet that we wanted to try and re-create those exact shots in CG. And they nailed it perfectly — we literally couldn't tell the difference between the two, if you can believe that.

John Lasseter has said there were test shots that looked like Jacques Cousteau shot them.

Unkrich: On the "Nemo" DVD, we'll actually do some side-by-side comparisons of the early tests — and I challenge anyone to tell the difference.

We did learn all the elements that go into making you believe you're underwater. Things like caustic lighting — the way the light ripples when you're on the bottom of the ocean, like it would over the bottom of a swimming pool; fog beams in the water; what we call "murk," which is that objects, when they're further away from the camera, start to lose their color and definition; particulates floating in the water — little specks of organic matter that drift around; and also "surge and swell" — this whole idea that there are currents underwater, constantly moving things back and forth rhythmically. And we then had to find a way to combine all those elements in concert.

Exhibit D-21

And then had to step back and figure out ways of caricaturing — because we don't want things to look ultra-realistic. If we'd done that, our characters would have stood out, because they're caricatured fish. They're fish that

have eyes on the front of their heads instead of on the sides, and they talk. [laughs] They just wouldn't have matched.

It ends up looking like Donald Duck matted over the live-action bits of "Three Caballeros."

Unkrich: Exactly. So our challenge was to find ways of caricaturing the underwater world in a way that our characters would fit in naturally, but it still would look very real — because we wanted this to be a really immersive experience for the audience.

So we took the underwater world — which is, in reality, a very messy place, completely random — and we applied an order to it. It's almost as if God had an opportunity to go back and tidy things up a bit. We kept limiting the underwater life and the coral and the rocks to more simple geometric shapes, and limited our color palate. But at the same time, we applied very realistic textures to everything.

So it's a very subtle difference. When you see the film, it feels very real underwater — but if you study the images, you find that there's a cleanliness to the images that ultimately gives us that caricatured sense of the ocean.

You bring up an interesting point: We've finally come to the point where you can pull back. There are some people in this field whose ultimate goal seems to be photorealism — but then that brings up the question: "Why bother?" If you can have a team of highly educated technicians rendering a rock, why not just go shoot a rock?

Stanton: Well, that's been our point all along. The last thing we're trying to do is mimic reality exactly. Because we don't get the point.

Unkrich: That's my feeling exactly. And that's part of why we've never, at Pixar, tried to create realistic humans. It's far easier and far less expensive to shoot a real actor than to try and re-create a digital actor. The only exception to that — and this doesn't really apply to what we do in our world — is the case of digital stuntmen.

Stanton: In a way, "Nemo"'s the closest we've ever come to the real world — and even that is actually very caricatured.

Unkrich: At Pixar, we want to create a believable world, but it's not necessarily a realistic world. It's essential to have a believable world in order for audiences to connect on a much higher level with the story and characters.

For a while there, people were just going, "Gee whiz! Look at the F/X toys I have!" Now we're finally getting to the point where people remember to use these tools to tell a story.

Unkrich: I've definitely seen a trend in the kind of questions that I'm asked on the films. Back on the first "Toy Story," it was all about technique. No one had ever seen anything like that before. The trend over the years has been fewer and fewer questions about CG, and more and more questions about issues of story and character — which we love to answer, because that's really what we invest most of our energy in. It's harder than any of the CG work we do.

John Lasseter has cited "Tren" in interviews as being this enormous influence on him as a filmmaker. What film is that for you?

Stanton: Oh, gosh. You know, this is just such an old-hat answer, but it's the truth: "Star Wars" just totally rocked my world. I mean, I was a huge film fan way before that; Lawrence of Arabia" is still my favorite of all time. But [as far as] opening your mind as to what type of technical things you can do, "Star Wars" started all that.

And now you're working for a company that Lucas founded.

Exhibit D-22

Stanton: Yeah. Bill Reeves, who's one of our founding guys here for the whole technical side of things — when I

found out that he actually was the guy that came up with the Genesis Effect in “Star Trek II,” I geeked out on him. I was just like, “Oh my gosh! The Genesis Effect — that’s the still the coolest effect ever!” And you know, here I am just hanging out with him for a year now. To find out that he had done that, I was just practically genuflecting in front of him.

And that’s back when they had to enter vector positions. They’d enter numeric coordinates for things.

Stanton: It still holds up. I mean, they re-used it in every other “Star Trek” movie after that one.

Now, RenderMan, the Pixar animation software, is now about 10 years old. That’s a “killer app” by any standard.

Unkrich: Actually, I think it’s more than 10 years old. Frankly, I love that it’s not just Pixar using it — it’s being used in some of the biggest films of all time. There’s a level of pride in that.

Stanton: What I didn’t know when I first came here was that most of the guys who developed [RenderMan] that still worked here were basically the first astronauts to step on the moon. These guys were like the Neil Armstrongs and the Buzz Aldrins of CG.

It’s almost like you guys found the grand unification theory of physics for computer animation.

Unkrich: [laughs] Another cool thing is that we’re constantly changing RenderMan to adapt to the films we need to make. We’ve never made a film purely to showcase a technology; we come up with great story ideas, then we develop the technology to allow us to create the films. The side benefit is that the improvements and additions then get filtered out to the customers who use it — so ultimately the benefits get passed on to the world.

On the Pixar Web site, it says that each animated film frame takes between 6 and 90 hours to render. Is that render speed getting faster?

Unkrich: Um, the render speed is faster — but we also made a lot of pretty amazing technical advances on “Nemo.” We knew the images we were going to create were going to be very computationally intense — and we couldn’t allow the per-frame render time to get too high, or we’d never be able to finish the film on time. So we had to set a very high bar in terms of how fast these frames needed to render. Kudos again to Oren Jacob and his team — they did manage to hit the goals, and it’s for that reason that (1) “Nemo” looks as visually astounding as it looks, and (2) it will be hitting theaters on time.

[laughs] That’s always nice.

Unkrich: It depends on the shot, though — some shots are simpler to render than others. If you’ve got one shot of Marlin and Dory having a conversation in a blue void, clearly those frames are going to render a lot faster than, say, Nemo taking a field trip with his entire class in a coral reef, zipping around past coral and hundreds of fish.

Is there a dream voice — an actor’s voice that has maybe not been utilized yet on an animated feature — that you’re dying to get in an animation studio?

Stanton: There’s quite a few, actually — but if I said them, somebody else will use them, so I’m going to have to keep my mouth shut. But I must say that there’s quite a few voices in “Nemo” that I’ve been dying to work with for a long time.

Will “The Incredibles” be the first Pixar project to center around human beings?

Stanton: Solely? Yes. It’s quite a daunting task right now.

Exhibit D-23

They can’t really all look like that Wayne Knight character in “Toy Story 2,” can they?

Stanton: No. They're going for a little bit more stylism. But regardless, it's very, very daunting — and man, it's going to pay off.



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